

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

MAY 4 '05 11-14 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 4, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 8, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Agrilance LLC
P.O. Box 64089
5500 Cenex Drive
Inver Grove Heights, Minnesota 55164

Mr. Vernon A. Williams
May 4, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

101 covered hopper cars within the series RMGX 000496 - RMGX 944018 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 4 '05 11:14 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE**WITNESSETH**

This Memorandum of Lease is entered into as of the 8th day of December, 2004, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Agrilliance LLC, a Delaware limited liability company, having its principal place of business at P.O. Box 64089, 5500 Cenex Dr., Inver Grove Heights, Minnesota 55164 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated December 8, 2004 (the "Master Lease"), and Rider Deal #C00652 dated as of December 8, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee one hundred and one (101) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60 Months) months starting March 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

Agrilience LLC

By: [Signature] *ism*

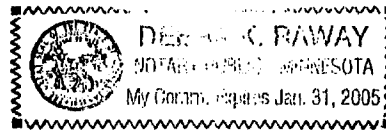
George C. Thornton

Title: President & CEO

Date: November 30, 2004

STATE OF Minnesota

COUNTY OF Washington) SS:



The foregoing instrument was acknowledged before me this 30 day of November, 2004, by George Thornton, the President of Agrilience LLC, a Delaware limited liability company, on behalf of the company.

[Signature]
Notary Public

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 12/8/04

STATE OF OHIO)

COUNTY OF LUCAS)

SS:

The foregoing instrument was acknowledged before me this 8th day of December, 2004, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT A

Agrilance LLC
101 Covered Hoppers
all to be restenciled as RMGX

New Stencil #		New Stencil #		New Stencil #	
1	RMGX000496	36	RMGX173676	71	RMGX173081
2	RMGX023289	37	RMGX173706	72	RMGX173169
3	RMGX171045	38	RMGX173722	73	RMGX173192
4	RMGX171063	39	RMGX173731	74	RMGX173219
5	RMGX171097	40	RMGX173773	75	RMGX173227
6	RMGX171152	41	RMGX173867	76	RMGX173241
7	RMGX171154	42	RMGX173879	77	RMGX173273
8	RMGX171162	43	RMGX173884	78	RMGX173332
9	RMGX171204	44	RMGX173910	79	RMGX173400
10	RMGX171257	45	RMGX173960	80	RMGX173523
11	RMGX173045	46	RMGX173966	81	RMGX173535
12	RMGX173091	47	RMGX173982	82	RMGX173536
13	RMGX173139	48	RMGX173985	83	RMGX173575
14	RMGX173147	49	RMGX173990	84	RMGX173651
15	RMGX173158	50	RMGX176385	85	RMGX173686
16	RMGX173165	51	RMGX176410	86	RMGX173964
17	RMGX173166	52	RMGX252174	87	RMGX173976
18	RMGX173167	53	RMGX711875	88	RMGX173992
19	RMGX173186	54	RMGX716302	89	RMGX176073
20	RMGX173235	55	RMGX716852	90	RMGX177373
21	RMGX173297	56	RMGX888962	91	RMGX252235
22	RMGX173304	57	RMGX889083	92	RMGX889564
23	RMGX173315	58	RMGX944015	93	RMGX889787
24	RMGX173333	59	RMGX944017	94	RMGX173327
25	RMGX173336	60	RMGX944018	95	RMGX021950
26	RMGX173348	61	RMGX173003	96	RMGX011785
27	RMGX173356	62	RMGX173205	97	RMGX173903
28	RMGX173395	63	RMGX171039	98	RMGX944011
29	RMGX173404	64	RMGX171073	99	RMGX077626
30	RMGX173456	65	RMGX171074	100	RMGX023828
31	RMGX173589	66	RMGX171117	101	RMGX001835
32	RMGX173618	67	RMGX171230		
33	RMGX173627	68	RMGX171248		
34	RMGX173632	69	RMGX173016		
35	RMGX173675	70	RMGX173039		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/4/05



Robert W. Alvord